



**WONDERFI TECHNOLOGIES INC.
(the “Corporation”)**

BOARD DIVERSITY POLICY

Purpose

1. This Policy sets out the approach to promote and achieve inclusion and diversity on the board of directors of the Corporation (the “**Board**”). The Corporation is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.
2. The Board is committed to supporting management in building and sustaining an inclusive and diverse workforce at the Corporation, with a clear accountability framework. In this context, we define diversity to be inclusive of individuals regardless of gender, race, national and ethnic origin, colour, religion, age, sexual orientation, marital and family status, and physical or mental disabilities.
3. As with the organization as a whole, inclusion and diversity on the Board itself leads to a better understanding of opportunities, issues and risks; enables stronger decision-making; and ultimately improves our performance and ability to provide strategic oversight and maximize shareholder value. In a dynamic global environment, the benefits of inclusion and diversity are critical to the Corporation’s long-term success and viability.

Board Diversity

4. The Compensation, Nomination and Governance Committee (the “**Committee**”) is responsible for recommending director candidates for election to the Board and annually evaluating the overall performance of the Board. The selection of candidates for appointment to the Board will be based on merit. Within that overriding emphasis on merit, the Committee shall seek to fill Board vacancies by considering candidates that bring a diversity of background and industry or related expertise and experience to the Board. The Committee’s considerations shall include achieving an appropriate level of diversity having regard to factors such as skills, business and other experience, education, age, geographic location, and the specified diversity groups outlined below.
5. While the Board does not support fixed percentages or quotas for achieving diversity, in reviewing the composition of the Board, the Committee will consider the benefits of diversity in order to maintain an optimum mix of skills, knowledge and experience on the Board. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Committee will consider candidates based on merit with regard to the benefits of diversity on the Board, and with a view to the following specific diversity targets:
 - (a) the Board should maintain a composition in which each of the female and male genders comprises at least 30% of the independent directors on the Board; and
 - (b) the Board aspires to have at least 50% of the independent directors be individuals that are women, persons with disabilities, indigenous peoples, or members of other racial, ethnic and/or visible minorities.

Monitoring and Reporting

6. The Committee shall annually review the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and the objectives of the Corporation. This assessment will evaluate the diversity of thought present on the Board by looking at factors such as age, experience, gender, geography, and skills.
7. In the Management Proxy Circular prepared in connection with any meeting of the Corporation's shareholders involving the election of directors, the Board will disclose the percentage of female Board members and report on the effectiveness of this Policy in building inclusion and diversity on the Board itself.

Policy Review

8. The Committee will annually review this Policy, and make recommendations on any required changes to the Board for consideration and approval.

Adopted and approved by the Board of the Corporation effective as of August 30, 2021.